

389126



ACCOUNT NO. : 072100000032
REFERENCE : 713803 4303929
AUTHORIZATION : *Patricia Pappas*
COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 20 PM 2:07

ORDER DATE : February 20, 1998

ORDER TIME : 2:47 PM

200002436992--6

ORDER NO. : 713803-010

CUSTOMER NO: 4303929

CUSTOMER: Michael G. Taylor, Esq
Greenberg Traurig
1221 Brickell Avenue

Miami, FL 33131

ARTICLES OF MERGER

HS ACQUISITION CORP.

INTO

HESCO SALES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

RECEIVED
98 FEB 20 PM 4:19
DIVISION OF CORPORATIONS

CC

*Merger
2-24-98*

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HS ACQUISITION CORP., a Florida corporation, P98000011148

INTO

HESCO SALES, INC., a Florida corporation, 389126.

File date: February 20, 1998

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 23, 1998

CSC

TALLAHASSEE, FL

SUBJECT: HESCO SALES, INC.
Ref. Number: 389126

We have received your document for HESCO SALES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 798A00010113

**ARTICLES OF MERGER
OF
HS ACQUISITION CORP., A FLORIDA CORPORATION
INTO
HESCO SALES, INC., A FLORIDA CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 20 PM 2:07

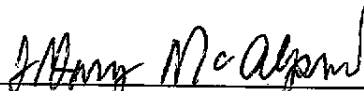
Pursuant to the provisions of 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), HS ACQUISITION CORP., a Florida corporation ("HS ACQUISITION") and HESCO SALES, INC., a Florida corporation (the "Surviving Corporation") adopt the following Articles of Merger for the purpose of merging HS Acquisition with and into the Surviving Corporation.

FIRST: The Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A, which is incorporated herein and constitutes part of these Articles of Merger.

SECOND: The Plan of Merger was adopted by unanimous written consent of the Board of Directors and written consent of the sole shareholder of HS Acquisition in accordance with the provisions of Section 607.1103 of the Act as of February 19, 1998, and by unanimous written consent of the Board of Directors and written consent of the sole shareholder of the Surviving Corporation in accordance with the provisions of Section 607.1103 of the Act as of February 17, 1998.

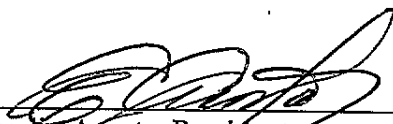
IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 20th day of February, 1998.

HS ACQUISITION CORP.



J. Gary McAlpin, President

HESCO SALES, INC.



Eusebio Acosta, President

EXHIBIT A**PLAN OF MERGER**

PLAN OF MERGER, dated as of February 20, 1998, between HI-RISE RECYCLING SYSTEMS, INC., a Florida corporation ("Parent"), HS ACQUISITION CORP., a Florida corporation and wholly owned subsidiary of Parent ("HS Acquisition"), and HESCO SALES, INC., a Florida corporation ("Hesco" or the "Surviving Corporation").

HS Acquisition and Hesco desire to effect the statutory merger of HS Acquisition with and into Hesco, with Hesco to survive such merger (the "Surviving Corporation").

1. **Constituent Corporations.** HS Acquisition and Hesco shall be parties to the merger (the "Merger") of HS Acquisition with and into Hesco.

2. **Terms and Conditions of Merger.** HS Acquisition shall, pursuant to the provisions of the Florida Business Corporation Act (the "Act"), be merged with and into Hesco, which shall continue to exist pursuant to the laws of the State of Florida. Upon the Effective Time of the Merger (as set forth in paragraph 7), the existence of HS Acquisition shall cease. At the Effective Time, the Surviving Corporation shall assume the obligations of HS Acquisition.

3. **Capital Stock; Conversion of Shares.**

(a) At the Effective Time, each share of common stock, par value \$.01 per share (the "Hesco Common Stock"), of Hesco which is issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive from HS Acquisition cash or checks in immediately available funds in an amount determined by dividing \$7,663,719 by the number of shares of Hesco Common Stock then issued and outstanding (the "Per Share Merger Consideration"). All of the shares of Hesco Common Stock by virtue of the Merger and without any action on the part of the holder thereof, shall no longer be outstanding and shall be cancelled and retired and shall cease to exist, and the holder of a certificate or certificates representing shares of Hesco Common Stock shall thereafter cease to have any rights with respect to such shares, except to receive from HS Acquisition, after surrender of such certificate or certificates, the Per Share Merger Consideration.

(b) At the Effective Time, each share of Hesco Common Stock issued and held in Hesco's treasury, if any, shall, by virtue of the Merger and without any action on the part of Hesco, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.

(c) At the Effective Time, each share of common stock, par value \$.01 per share (the "Merger Sub Common Stock"), of HS Acquisition issued and outstanding immediately prior to the Effective Time shall by virtue of the Merger and without any action on the part of HS Acquisition or the holder of such shares, be converted into and thereafter represent one validly issued, fully paid and nonassessable share of the common stock, par value \$.01 per share, of the Surviving Corporation.

(d) At the Closing, each shareholder who shall have delivered certificate(s) in negotiable form representing all the shares of Hesco Common Stock held by such shareholder shall be entitled to receive in exchange therefor the consideration as is specified in Section A of this Article. Until so delivered, each such outstanding certificate which immediately prior to the Effective Time of the Merger represented shares of Hesco Common Stock shall be deemed for all corporate purposes to have been cancelled and the holder of a certificate or certificates representing shares of Hesco Common Stock shall, after the Effective time, cease to have any rights with respect to such shares, except to receive from HS Acquisition, after surrender of such certificate or certificates, the Per Share Merger Consideration specified in subparagraph (a) of this paragraph 3.

4. **Articles of Incorporation.** The Articles of Incorporation of HS Acquisition as of the Effective Time shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida, except that the name of the Surviving Corporation shall be Hesco Sales, Inc. Such Restated Articles of Incorporation are attached hereto as Exhibit A.

5. **Bylaws.** The Bylaws of HS Acquisition as of the Effective Time shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The persons listed on Exhibit B hereto shall hold the directorships and offices of the Surviving Corporation set forth beside their names on such exhibit, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

7. **Effective Time.** The Merger shall become effective immediately upon the filing of the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time").

8. Amendment of Plan of Merger. The Board of Directors of each of Hesco and HS Acquisition is authorized to amend this Agreement and Plan of Merger at any time prior to the Effective Time, subject to Section 607.1103(8) of the Act.

HI-RISE RECYCLING SYSTEMS, INC.

By: J. Gary McAlpin
J. Gary McAlpin, President

HS ACQUISITION CORP.

By: J. Gary McAlpin
J. Gary McAlpin, President

HESCO SALES, INC.

By: Evelio Acosta
Evelio Acosta, President

EXHIBIT A

RESTATED ARTICLES OF INCORPORATION

OF

HESCO SALES, INC.

ARTICLE I

The name of the corporation is HESCO SALES, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 16255 N.W. 54 Avenue, Miami, Florida 33014.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the current Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until a successor is duly elected and qualified is:

Donald Engel
16255 N.W. 54 Avenue
Miami, Florida 33014

ARTICLE VII

The name of the Incorporator is Angelica G. Fleites and the address of the Incorporator is 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of HESCO SALES, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

Deborah D. Skipper

Deborah D. Skipper, Agent for Registered Agent
Dated: February 24, 1998

EXHIBIT B

Officer and Director

Donald Engel

President, Secretary, Treasurer and Director